

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF NEW YORK

Case number (if known) Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name 4D Factory, Inc.

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 93-3706770

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

57 West 57th Street
Suite 319-01
New York, NY 10019

Number, Street, City, State & ZIP Code

New York
County

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

535 Columbus Ave New York, NY 10024
Number, Street, City, State & ZIP Code

5. Debtor's website (URL)

6. Type of debtor
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify:

Debtor 4D Factory, Inc. Case number (if known) _____
Name

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5415

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9

☒ Chapter 11. Check **all** that apply:

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☒ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No.
☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

Debtor **4D Factory, Inc.**
Name

Case number (if known)

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?
- ☐ No
☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	The 4D Factory LLC	Relationship	Affiliate
District	Southern District of New York	When	10/10/23
		Case number, if known	

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

- ☐ It needs to be physically secured or protected from the weather.

- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- ☐ Other

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☒ 1-49

☐ 50-99

☐ 100-199

☐ 200-999

☐ 1,000-5,000

☐ 5001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

15. Estimated Assets

☒ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

Debtor **4D Factory, Inc.**
Name

Case number (if known)

16. Estimated liabilities

☒ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

Debtor **4D Factory, Inc.**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **October 10, 2023**
MM / DD / YYYY

X /s/ Cort Javarone

Signature of authorized representative of debtor

Cort Javarone

Printed name

Title **President**

18. Signature of attorney

X /s/ Robert J. Spence

Signature of attorney for debtor

Date **October 10, 2023**

MM / DD / YYYY

Robert J. Spence

Printed name

Spence Law Office, P.C.

Firm name

**55 Lumber Road
Suite 5
Roslyn, NY 11576**

Number, Street, City, State & ZIP Code

Contact phone **516-336-2060**

Email address **rspence@spencelawpc.com**

rs3506 NY

Bar number and State

**OMNIBUS WRITTEN CONSENT OF
THE GOVERNING BODIES OF**

**The 4D Factory, LLC
and
4D Factory, Inc.**

October 10, 2023

The undersigned, being the Members, sole managing member, officer(s), authorized part(ies), and/or holders of the majority of issued and outstanding membership units, as applicable (each a “Governing Body”), of 4D Factory Inc., a New York corporation (“4D Inc.”), and The 4D Factory LLC, a Wyoming limited liability company (“4D LLC”) (together with 4D Inc. and 4D LLC, each of which is a “Company”), hereby take the following actions and adopt the following resolutions, pursuant to, as applicable, the bylaws, operating agreement, or similar document (in each case, as amended and restated to date) of each Company and the laws of the state of New York and Wyoming, as applicable:

WHEREAS, each Governing Body has reviewed the materials presented by the management and the legal advisors of each Company regarding each Company’s liabilities and liquidity situation, and the impact of the foregoing on each Company’s business, and the strategic alternatives available to each Company; and

WHEREAS, each Governing Body has had the opportunity to consult with the management, financial advisors and the legal advisors of each Company and fully consider each of the strategic alternatives available to each Company.

I. Chapter 11 Filing

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of each Governing Body, it is desirable and in the best interests of each Company, its creditors and other parties in interest, that each Company file or cause to be filed a voluntary petition for relief (the “Chapter 11 Case”) under the provisions of subchapter V of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) with the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”); and be it

FURTHER RESOLVED, that Cort Javarone as the managing member of 4D LLC, and president of 4D Inc. (collectively, the “Authorized Officers” each of which is an “Authorized Officer”), are authorized, empowered, and directed to execute and file, on behalf of each Company, all petitions, schedules, lists and other motions, papers or documents, and to take any and all actions that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of each Company’s business; and be it

II. Retention of Advisors

FURTHER RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Spence Law Office, P.C. as general bankruptcy counsel to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case and cause to be filed an appropriate application for authority to retain the services of Spence Law Office, P.C.; and be it


III. Further Actions and Prior Actions

FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers or their designees shall be, and each of them, acting alone, hereby is, authorized, empowered, and directed, in the name of, and on behalf of, each Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such Authorized Party's or Authorized Officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and be it

FURTHER RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of each Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of each Company with the same force and effect as if each such act, transaction, agreement or certificate had been specifically authorized in advance by resolution of each Governing Body and that the Authorized Officers did execute the same.


IN WITNESS WHEREOF, the undersigned constituting the Governing Body/Authorized Officer(s) of 4D Factory, Inc., have executed this Written Consent effective as of the date first set forth above.

4D Factory, Inc.

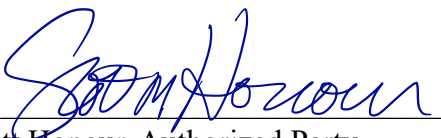
By: 
Cort Javarone as President and as the
Managing Member of The 4D Factory, LLC,
sole shareholder

IN WITNESS WHEREOF, the undersigned constituting the Governing Body/Authorized Officer(s)/Unit Holders of The 4D Factory, LLC, have executed this Written Consent effective as of the date first set forth above.

The 4D Factory, LLC

By: 
Cort Javarone, as Managing Member and
holder of 1,000,000 Membership Units in
The 4D Factory LLC

Northern Pacific Group, holder of 453,869
Membership Units in The 4D Factory, LLC

By: 
Scott Honour, Authorized Party

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X

In re:

Chapter 11

Case No.:

4D FACTORY INC.,

(Subchapter V Case)

Debtor.

-----X

DECLARATION PURSUANT TO SECTION 1116(1)(B) OF THE BANKRUPTCY CODE

Cort Javarone, hereby certifies under section 1746 of title 28 of the United States Code,
that:

1. I am the President of 4D Factory, Inc., the debtor and debtor-in-possession (the
“Debtor”) in the above-captioned case. This declaration has been prepared at my direction and I
am familiar with the business and affairs of the Debtor and have personal knowledge of the matters
set forth herein.

2. I submit this Declaration pursuant to Section 1116(1)(B) of the Bankruptcy Code.

3. The Debtor was formed on October 2, 2023. No balance sheet, statement of
operations, or cash-flow statement has been prepared for the Debtor and no tax return has been
filed.

Dated: October 10, 2023
New York, New York



Cort Javarone, President

**United States Bankruptcy Court
Southern District of New York**

In re **4D Factory, Inc.**

Debtor(s)

Case No.

Chapter

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
The 4D Factory LLC 204-6 Southard St Key West, FL 33040		100 Shares	100%

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **President** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **October 10, 2023**

Signature **/s/ Cort Javarone
Cort Javarone**

Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
Southern District of New York**

In re **4D Factory, Inc.**

Debtor(s)

Case No.

Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **4D Factory, Inc.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

The 4D Factory LLC
204-6 Southard St
Key West, FL 33040

☐ None [*Check if applicable*]

October 10, 2023

Date

/s/ Robert J. Spence

Robert J. Spence

Signature of Attorney or Litigant

Counsel for **4D Factory, Inc.**

Spence Law Office, P.C.

55 Lumber Road

Suite 5

Roslyn, NY 11576

516-336-2060 Fax:516-605-2084

rspence@spencelawpc.com